

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 04-10840-PBS
)	
ART ADVANCED RECOGNITION)	
TECHNOLOGIES, INC.)	
)	
Defendant.)	
)	

**DECLARATION OF JOHN M. O'TOOLE IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO DEFENDANT'S MOTION FOR ENTRY OF
PROTECTIVE (CONFIDENTIALITY) ORDER**

-AND-

CROSS-MOTION FOR ENTRY OF PROTECTIVE ORDER

I, John M. O'Toole, declare and state as follows:

1. I submit this declaration in support of ScanSoft's Motion for Entry of Protective Order.

2. I have been a member in good standing of the bar of Massachusetts since 1982, and have been employed as in-house counsel by plaintiff, ScanSoft, Inc. ("ScanSoft") and its predecessor, Speechworks International, Inc., for four and a half years. I have never been subject to discipline by the Board of Bar Overseers, nor have I ever been held in contempt of a Court order (including a protective order).

3. I am not a member of ScanSoft's board of directors, nor am I a corporate officer of ScanSoft or any of its subsidiaries or affiliates. I am not related by blood or marriage to any member of ScanSoft's board of directors or corporate officers.

4. I have day to day management responsibility for the litigation in this matter. I have been actively involved in all major strategy decisions concerning this action, the development of the strategy in prosecuting it, and the day-to-day work on the case.

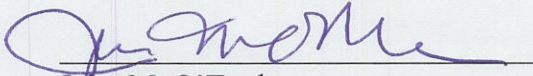
5. I would be substantially less able to make informed decisions about the litigation and settlement of this action if I did not have access to relevant information produced in discovery, including the financial information and other information that I understand ART Advanced Recognition Technologies, Inc. ("ART") intends to designate as "HIGHLY CONFIDENTIAL."

6. In my position as in-house counsel at ScanSoft, I typically advise business people concerning the legality of transactions and the status of particular litigations, and not with respect to how ScanSoft can more effectively compete with a specific competitor or class of competitors.

7. I have not been involved, nor do I expect to become involved, in decisions of pricing (other than the price of legal services), the selection of non-legal vendors, scientific research, product design and development or marketing strategies with respect to ScanSoft's business.

8. I declare under penalty of perjury that the foregoing is true and correct.

Executed on: October 26, 2004
Boston, Massachusetts


John M. O'Toole

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